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Proposed Counsel to Cenveo, Inc., at al.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

COMMERCIAL ENVELOPE
MANUFACTURING CO., INC.,

Debtor.

Tax I.D. No. 13-1840023

In re:

CADMUS DELAWARE, INC.,

Debtor.

Tax I.D. No. 13-4341386

In re:

CADMUS FINANCIAL DISTRIBUTION,
INC.,

Debtor.

Tax I.D. No. 54-1816339

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| In re: |) | Chapter 11 |
| |) | |
| CADMUS INTERNATIONAL HOLDINGS, INC., |) | Case No. 18-22181 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| Tax I.D. No. 54-1770794 |) | |
| |) | |
| In re: |) | Chapter 11 |
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| CADMUS JOURNAL SERVICES, INC., |) | Case No. 18-22182 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| Tax I.D. No. 54-0157890 |) | |
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| CADMUS MARKETING GROUP, INC., |) | Case No. 18-22183 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| Tax I.D. No. 54-1770793 |) | |
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| CADMUS MARKETING, INC., |) | Case No. 18-22184 (RDD) |
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| Debtor. |) | |
| |) | |
| Tax I.D. No. 54-1630635 |) | |
| |) | |
| In re: |) | Chapter 11 |
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| CADMUS PRINTING GROUP, INC., |) | Case No. 18-22185 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. 54-1770795 |) | |

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| In re: |) | Chapter 11 |
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| CADMUS UK, INC., |) | Case No. 18-22186 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. 54-2032531 |) | |
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| In re: |) | Chapter 11 |
| |) | |
| CADMUS/O'KEEFE MARKETING, INC., |) | Case No. 18-22187 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. 54-1719514 |) | |
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| In re: |) | Chapter 11 |
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| CDMS MANAGEMENT, LLC, |) | Case No. 18-22188 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. N/A |) | |
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| In re: |) | Chapter 11 |
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| CENVEO CEM, INC., |) | Case No. 18-22189 (RDD) |
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| Debtor. |) | |
| |) | |
| Tax I.D. No. 13-4366519 |) | |
| |) | |
| In re: |) | Chapter 11 |
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| CENVEO CEM, LLC, |) | Case No. 18-22190 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. 13-4366523 |) | |

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| In re: |) | Chapter 11 |
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| CENVEO CORPORATION, |) | Case No. 18-22191 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. 84-1250534 |) | |
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| In re: |) | Chapter 11 |
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| CENVEO OMEMEE, LLC, |) | Case No. 18-22192 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| Tax I.D. No. N/A |) | |
| |) | |
| In re: |) | Chapter 11 |
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| CENVEO SERVICES, LLC, |) | Case No. 18-22193 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| Tax I.D. No. 20-0186643 |) | |
| |) | |
| In re: |) | Chapter 11 |
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| CNMW INVESTMENTS, INC., |) | Case No. 18-22194 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| Tax I.D. No. 87-0795828 |) | |
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| In re: |) | Chapter 11 |
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| COLORHOUSE CHINA, INC., |) | Case No. 18-22195 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. 20-1298678 |) | |

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| In re: |) | Chapter 11 |
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| CENVEO, INC., |) | Case No. 18-22178 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. 84-1250533 |) | |
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| In re: |) | Chapter 11 |
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| CRX HOLDING, INC., |) | Case No. 18-22196 (RDD) |
| |) | |
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| Debtor. |) | |
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| Tax I.D. No. 13-4350639 |) | |
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| In re: |) | Chapter 11 |
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| CRX JV, LLC, |) | Case No. 18-22197 (RDD) |
| |) | |
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| Debtor. |) | |
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| Tax I.D. No. 74-3197673 |) | |
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| In re: |) | Chapter 11 |
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| DISCOUNT LABELS, LLC, |) | Case No. 18-22198 (RDD) |
| |) | |
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| Debtor. |) | |
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| Tax I.D. No. 35-1119834 |) | |
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| In re: |) | Chapter 11 |
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| ENVELOPE PRODUCT GROUP, LLC, |) | Case No. 18-22199 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. 80-0669207 |) | |

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| In re: |) | Chapter 11 |
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| EXPERT GRAPHICS, INC., |) | Case No. 18-22200 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. 54-1114775 |) | |
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| In re: |) | Chapter 11 |
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| GARAMOND/PRIDEMARK PRESS, INC., |) | Case No. 18-22201 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| Tax I.D. No. 52-0786405 |) | |
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| LIGHTNING LABELS, LLC, |) | Case No. 18-22202 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| Tax I.D. No. 26-3947517 |) | |
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| MADISON/GRAHAM COLORGRAPHICS |) | Case No. 18-22203 (RDD) |
| INTERSTATE SERVICES, INC., |) | |
| |) | |
| Debtor. |) | |
| |) | |
| Tax I.D. No. 95-4887490 |) | |
| |) | |
| In re: |) | Chapter 11 |
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| MADISON/GRAHAM COLORGRAPHICS, |) | Case No. 18-22204 (RDD) |
| INC., |) | |
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| Debtor. |) | |
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| Tax I.D. No. 95-1761146 |) | |

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| In re: |) | Chapter 11 |
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| NASHUA CORPORATION, |) | Case No. 18-22205 (RDD) |
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| Debtor. |) | |
| |) | |
| Tax I.D. No. 02-0170100 |) | |
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| In re: |) | Chapter 11 |
| |) | |
| NASHUA INTERNATIONAL, INC., |) | Case No. 18-22206 (RDD) |
| |) | |
| Debtor. |) | |
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| Tax I.D. No. 02-430039 |) | |
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| In re: |) | Chapter 11 |
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| OLD TSI, INC., |) | Case No. 18-22207 (RDD) |
| |) | |
| Debtor. |) | |
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| Tax I.D. No. 58-1363016 |) | |
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| In re: |) | Chapter 11 |
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| PORT CITY PRESS, INC., |) | Case No. 18-22208 (RDD) |
| |) | |
| Debtor. |) | |
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| Tax I.D. No. 52-0736485 |) | |
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| In re: |) | Chapter 11 |
| |) | |
| RX JV HOLDING, INC., |) | Case No. 18-22209 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. 13-4350642 |) | |

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| In re: |) | Chapter 11 |
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| RX TECHNOLOGY CORP., |) | Case No. 18-22210 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. 20-1151536 |) | |
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| In re: |) | Chapter 11 |
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| VAUGHAN PRINTERS INCORPORATED, |) | Case No. 18-22211 (RDD) |
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| Debtor. |) | |
| |) | |
| Tax I.D. No. 59-0932455 |) | |
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| In re: |) | Chapter 11 |
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| VSUB HOLDING COMPANY, |) | Case No. 18-22212 (RDD) |
| |) | |
| Debtor. |) | |
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| Tax I.D. No. 24-1706917 |) | |
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**MOTION OF CENVEO, INC., *ET AL.*, FOR ENTRY
OF AN ORDER DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Cenveo, Inc. and the other above-captioned debtors and debtors in possession (collectively, “Cenveo”) respectfully state the following in support of this motion (the “Motion”):¹

¹ A detailed description of Cenveo and its business, and the facts and circumstances supporting this Motion and Cenveo’s chapter 11 cases, are set forth in greater detail in the *Declaration of Ayman Zameli, Chief Restructuring Officer and Executive Vice President at Cenveo, Inc., (I) in Support of Chapter 11 Petitions and First Day Pleadings, and (II) Pursuant to Local Bankruptcy Rule 1007-2* (the “First Day Declaration”), filed contemporaneously with Cenveo’s voluntary petitions for relief filed under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), on February 2, 2018 (the “Commencement Date”). Capitalized terms used but not immediately defined shall have the meaning given to them elsewhere in this Motion or in the First Day Declaration, as applicable.

Case No. 18-22183; Cadmus Marketing, Inc., Case No. 18-22184; Cadmus Printing Group, Inc., Case No. 18-22185; Cadmus UK, Inc., Case No. 18-22186; Cadmus/O’Keefe Marketing, Inc., Case No. 18-22187; CDMS Management, LLC, Case No. 18-2288; Cenveo CEM, Inc., Case No. 18-22189; Cenveo CEM, LLC, Case No. 18-22190; Cenveo Corporation, Case No. 18-22191; Cenveo Omemee, LLC, Case No. 18-22192; Cenveo Services, LLC, Case No. 18-22193; CNMW Investments, Inc., Case No. 18-22194; Colorhouse China, Inc., Case No. 18-22195; Commercial Envelope Manufacturing Co., Inc., Case No. 18-22195; CRX Holding, Inc., Case No. 18-22196; CRX JV, LLC, Case No. 18-22197; Discount Labels, LLC, Case No. 18-22198; Envelope Product Group, LLC, Case No. 18-22199; Expert Graphics, Inc., Case No. 18-22200; Garamond/Pridemark Press, Inc., Case No. 18-22201; Lightning Labels, LLC, Case No. 18-22202; Madison/Graham Colorgraphics Interstate Services, Inc., Case No. 18-22203; Madison/Graham Colorgraphics, Inc., Case No. 18-22204; Nashua Corporation, Case No. 18-22205; Nashua International, Inc., Case No. 18-22206; Old TSI, Inc., Case No. 18-22207; Port City Press, Inc., Case No. 18-22208; RX JV Holding, Inc., Case No. 18-22209; RX Technology Corp., Case No. 18-22210; Vaughan Printers Incorporated, Case No. 18-22211; VSUB Holding Company, Case No. 18-22212. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 18-22178 (RDD).**

4. Cenveo also seeks authority to file its monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”), by consolidating the information required for each Debtor in one report that tracks and breaks out all of the specific information (*e.g.*, receipts, disbursements, etc.) on a debtor-by-debtor basis in each monthly operating report.

Jurisdiction and Venue

5. The Bankruptcy Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012. Cenveo confirms its consent, pursuant to Rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy

Rules”), to the entry of a final order by the Bankruptcy Court in connection with this Motion to the extent that it is later determined that the Bankruptcy Court, absent consent of the parties, cannot enter final orders or judgments in connection herewith consistent with Article III of the United States Constitution.

6. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

7. The bases for the relief requested herein is section 105(a) of the Bankruptcy Code, Bankruptcy Rule 1015(b), and Rule 9013-1(a) of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”).

Background

8. Cenveo, together with its non-debtor affiliates, is one of the largest printing business enterprises in North America and a global leader in manufacturing and fulfillment of envelopes, labels, print, and related communication resources. Founded in 1919, Cenveo’s portfolio of products includes printed labels, envelopes, and print related products. Cenveo serves its customer base from its corporate headquarters in Stamford, Connecticut, its production facilities in approximately 20 states, and its content business in India. Cenveo generated gross revenue of approximately \$1.359 billion for the fiscal year ending December 30, 2017.

9. On the date hereof, Cenveo filed voluntary petitions for relief under the Bankruptcy Code. Cenveo is operating its business and managing its properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases and no official committees have been appointed or designated. Additional information regarding Cenveo and its prepetition operations and capital structure is set forth in the First Day Declaration, filed in connection therewith.

Basis for Relief

10. Bankruptcy Rule 1015(b) provides, in pertinent part, that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015. Cenvéo is a group of “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code. Accordingly, the Bankruptcy Code and Bankruptcy Rules authorize the Bankruptcy Court to grant the relief requested herein.

11. Section 105(a) of the Bankruptcy Code provides the Bankruptcy Court with the power to grant the relief requested herein by permitting the Bankruptcy Court to “issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of the [Bankruptcy Code].” 11 U.S.C. § 105(a).

12. Joint administration is generally non-controversial, and courts in this jurisdiction routinely order joint administration in cases with multiple, related debtors. *See, e.g., In re Global A&T Elecs. Ltd.*, Case No. 17-23931 (RDD) (Bankr. S.D.N.Y. Dec. 19, 2017); *In re 21st Century Oncology Holdings, Inc.*, Case No. 17-22770 (RDD) (Bankr. S.D.N.Y. May 26, 2017); *In re BCBG Max Azria Glob. Holdings, LLC*, Case No. 17-10466 (SCC) (Bankr. S.D.N.Y. Mar. 2, 2017); *In re Avaya Inc.*, Case No. 17-10089 (SMB) (Bankr. S.D.N.Y. Jan. 20, 2017); *In re Aéropostale, Inc.*, Case No. 16-11275 (SHL) (Bankr. S.D.N.Y. May 4, 2016).²

13. Given the integrated nature of Cenvéo’s operations, joint administration of these chapter 11 cases will provide significant administrative convenience without harming the substantive rights of any party in interest. Many of the motions, hearings, and orders in these chapter 11 cases will affect each and every Debtor entity. The entry of the Order directing joint

² Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to Cenvéo’s proposed counsel.

administration of these chapter 11 cases will reduce fees and costs by avoiding duplicative filings and objections. Joint administration also will allow the U.S. Trustee and all parties-in-interest to monitor these chapter 11 cases with greater ease and efficiency.

14. Moreover, joint administration will not adversely affect Cenveo's respective constituencies because this Motion seeks only administrative, not substantive, consolidation of Cenveo's estates. Parties-in-interest will not be harmed by the relief requested; instead, parties-in-interest will benefit from the cost reductions associated with the joint administration of these chapter 11 cases. Accordingly, Cenveo submits that the joint administration of these chapter 11 cases is in the best interests of its estates, its creditors, and all other parties-in-interest.

Motion Practice

15. This Motion includes citations to the applicable rules and statutory authorities upon which the relief requested herein is predicated and a discussion of their application to this Motion. Accordingly, Cenveo submits that this Motion satisfies Local Rule 9013-1(a).

Notice

16. Cenveo will provide notice of this Motion to the following parties and/or their respective counsel, as applicable: (a) the Office of the United States Trustee for the Southern District of New York; (b) the holders of the 50 largest unsecured claims against Cenveo (on a consolidated basis); (c) the agent under Cenveo's prepetition asset-based credit facility; (d) the agent under Cenveo's proposed postpetition debtor in possession financing facility; (e) counsel to the *ad hoc* group of certain holders of Cenveo's prepetition first-lien notes; (f) counsel to Brigade Capital Management, LP, in its capacity as a holder of Cenveo's prepetition first lien notes and second lien notes; (g) the indenture trustee under Cenveo's prepetition first lien notes; (h) the indenture trustee under the Cenveo's prepetition second lien notes; (i) the indenture trustee under Cenveo's prepetition unsecured notes; (j) the indenture trustee under Cenveo's

prepetition first-in, last-out secured notes; (k) counsel to Allianz GI US High Yield Fund, in its capacity as a holder of Cenveo's first-in, last-out secured notes and unsecured notes; (l) the Pension Benefit Guaranty Corporation; (m) the United States Attorney's Office for the Southern District of New York; (n) the Internal Revenue Service; (o) the United States Securities and Exchange Commission; (p) the Environmental Protection Agency and all similar state environmental agencies; (q) the attorneys general in the states where Cenveo conducts its business operations; and (r) any party that has requested notice pursuant to Bankruptcy Rule 2002. Cenveo submits that, in light of the nature of the relief requested, no other or further notice need be given.

No Prior Request

17. No prior request for the relief sought in this Motion has been made to this or any other court.

[Remainder of page intentionally left blank.]

WHEREFORE, Cenveo respectfully requests that the Bankruptcy Court enter the Order granting the relief requested herein and such other relief as the Bankruptcy Court deems appropriate under the circumstances.

Dated: February 2, 2018
New York, New York

/s/ Jonathan S. Henes, P.C.

Jonathan S. Henes, P.C.

Joshua A. Sussberg, P.C.

George Klidonas

Natasha Hwangpo

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- and -

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Melissa N. Koss

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Proposed Counsel to Cenveo, Inc., et al.

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| In re: |) | Chapter 11 |
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| COMMERCIAL ENVELOPE |) | Case No. 18-22177 (RDD) |
| MANUFACTURING CO., INC., |) | |
| |) | |
| Debtor. |) | |
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| Tax I.D. No. 13-1840023 |) | |
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| In re: |) | Chapter 11 |
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| CADMUS DELAWARE, INC., |) | Case No. 18-22179 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. 13-4341386 |) | |
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| In re: |) | Chapter 11 |
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| CADMUS FINANCIAL DISTRIBUTION, |) | Case No. 18-22180 (RDD) |
| INC., |) | |
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| Debtor. |) | |
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| Tax I.D. No. 54-1816339 |) | |
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| In re: |) | Chapter 11 |
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| CADMUS INTERNATIONAL HOLDINGS, |) | Case No. 18-22181 (RDD) |
| INC., |) | |
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| Debtor. |) | |
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| Tax I.D. No. 54-1770794 |) | |
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| In re: |) | Chapter 11 |
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| CADMUS JOURNAL SERVICES, INC., |) | Case No. 18-22182 (RDD) |
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| Tax I.D. No. 54-0157890 |) | |
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| In re: |) | Chapter 11 |
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| CADMUS MARKETING GROUP, INC., |) | Case No. 18-22183 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. 54-1770793 |) | |
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| In re: |) | Chapter 11 |
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| CADMUS MARKETING, INC., |) | Case No. 18-22184 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. 54-1630635 |) | |
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| In re: |) | Chapter 11 |
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| CADMUS PRINTING GROUP, INC., |) | Case No. 18-22185 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. 54-1770795 |) | |
| |) | |
| In re: |) | Chapter 11 |
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| CADMUS UK, INC., |) | Case No. 18-22186 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. 54-2032531 |) | |
| |) | |
| In re: |) | Chapter 11 |
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| CADMUS/O'KEEFE MARKETING, INC., |) | Case No. 18-22187 (RDD) |
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| Debtor. |) | |
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| Tax I.D. No. 54-1719514 |) | |
| |) | |
| In re: |) | Chapter 11 |
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| CDMS MANAGEMENT, LLC, |) | Case No. 18-22188 (RDD) |
| |) | |
| Debtor. |) | |

Tax I.D. No. N/A

In re:

CENVEO CEM, INC.,

Debtor.

Tax I.D. No. 13-4366519

In re:

CENVEO CEM, LLC,

Debtor.

Tax I.D. No. 13-4366523

In re:

CENVEO CORPORATION,

Debtor.

Tax I.D. No. 84-1250534

In re:

CENVEO OMEMEE, LLC,

Debtor.

Tax I.D. No. N/A

In re:

CENVEO SERVICES, LLC,

Debtor.

Tax I.D. No. 20-0186643

In re:

CNMW INVESTMENTS, INC.,

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| |) | |
| Debtor. |) | |
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| <u>Tax I.D. No. 87-0795828</u> |) | |
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| In re: |) | Chapter 11 |
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| COLORHOUSE CHINA, INC., |) | Case No. 18-22195 (RDD) |
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| Debtor. |) | |
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| <u>Tax I.D. No. 20-1298678</u> |) | |
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| In re: |) | Chapter 11 |
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| CENVEO, INC., |) | Case No. 18-22178 (RDD) |
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| Debtor. |) | |
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| <u>Tax I.D. No. 84-1250533</u> |) | |
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| CRX HOLDING, INC., |) | Case No. 18-22196 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| <u>Tax I.D. No. 13-4350639</u> |) | |
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| CRX JV, LLC, |) | Case No. 18-22197 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| <u>Tax I.D. No. 74-3197673</u> |) | |
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| DISCOUNT LABELS, LLC, |) | Case No. 18-22198 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| <u>Tax I.D. No. 35-1119834</u> |) | |
| |) | |

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| In re: |) Chapter 11 |
| |) |
| ENVELOPE PRODUCT GROUP, LLC, |) Case No. 18-22199 (RDD) |
| |) |
| Debtor. |) |
| |) |
| Tax I.D. No. 80-0669207 |) |
| |) |
| In re: |) Chapter 11 |
| |) |
| EXPERT GRAPHICS, INC., |) Case No. 18-22200 (RDD) |
| |) |
| Debtor. |) |
| |) |
| Tax I.D. No. 54-1114775 |) |
| |) |
| In re: |) Chapter 11 |
| |) |
| GARAMOND/PRIDEMARK PRESS, INC., |) Case No. 18-22201 (RDD) |
| |) |
| Debtor. |) |
| |) |
| Tax I.D. No. 52-0786405 |) |
| |) |
| In re: |) Chapter 11 |
| |) |
| LIGHTNING LABELS, LLC, |) Case No. 18-22202 (RDD) |
| |) |
| Debtor. |) |
| |) |
| Tax I.D. No. 26-3947517 |) |
| |) |
| In re: |) Chapter 11 |
| |) |
| MADISON/GRAHAM COLORGRAPHICS |) Case No. 18-22203 (RDD) |
| INTERSTATE SERVICES, INC., |) |
| |) |
| Debtor. |) |
| |) |
| Tax I.D. No. 95-4887490 |) |
| |) |
| In re: |) Chapter 11 |
| |) |
| MADISON/GRAHAM COLORGRAPHICS, |) Case No. 18-22204 (RDD) |
| INC., |) |
| |) |

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| Debtor. |) | |
| |) | |
| <u>Tax I.D. No. 95-1761146</u> |) | |
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| NASHUA CORPORATION, |) | Case No. 18-22205 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| <u>Tax I.D. No. 02-0170100</u> |) | |
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| NASHUA INTERNATIONAL, INC., |) | Case No. 18-22206 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| <u>Tax I.D. No. 02-430039</u> |) | |
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| OLD TSI, INC., |) | Case No. 18-22207 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| <u>Tax I.D. No. 58-1363016</u> |) | |
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| PORT CITY PRESS, INC., |) | Case No. 18-22208 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| <u>Tax I.D. No. 52-0736485</u> |) | |
| |) | |
| In re: |) | Chapter 11 |
| |) | |
| RX JV HOLDING, INC., |) | Case No. 18-22209 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| <u>Tax I.D. No. 13-4350642</u> |) | |

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| In re: |) | Chapter 11 |
| |) | |
| RX TECHNOLOGY CORP., |) | Case No. 18-22210 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| Tax I.D. No. 20-1151536 |) | |
| <hr/> |) | |
| In re: |) | Chapter 11 |
| |) | |
| VAUGHAN PRINTERS INCORPORATED, |) | Case No. 18-22211 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| Tax I.D. No. 59-0932455 |) | |
| <hr/> |) | |
| In re: |) | Chapter 11 |
| |) | |
| VSUB HOLDING COMPANY, |) | Case No. 18-22212 (RDD) |
| |) | |
| Debtor. |) | |
| |) | |
| Tax I.D. No. 24-1706917 |) | |
| <hr/> |) | |

ORDER DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES

Upon the motion (the “Motion”)¹ of the above-captioned debtors and debtors in possession (collectively, “Cenveo”) for entry of an order (this “Order”), directing the joint administration of Cenveo’s chapter 11 cases for procedural purposes only, all as more fully set forth in the Motion; and upon the First Day Declaration; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York*, dated January 31, 2012; and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the

¹ Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that the relief requested in the Motion is in the best interests of Cenveo's estates, their creditors, and other parties-in-interest; and this Court having found that Cenveo provided appropriate notice of the Motion and the opportunity for a hearing under the circumstances; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Motion is granted as set forth herein.
2. The above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by this Court under Case No. 18-22178 (RDD).
3. The caption of the jointly administered cases should read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|--|---|-------------------------|
| In re: |) | |
| |) | Chapter 11 |
| |) | |
| CENVEO, INC., <i>et al.</i> , ¹ |) | Case No. 18-22178 (RDD) |
| |) | |
| Debtors. |) | (Jointly Administered) |
| |) | |

¹ The last four digits of Cenveo, Inc.'s tax identification number are 0533. Due to the large number of debtor entities in these chapter 11 cases, for which Cenveo has requested joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of Cenveo's proposed claims and noticing agent at <https://cases.primeclerk.com/cenveo>. The location of Cenveo's service address for purposes of these chapter 11 cases is: 777 Westchester Avenue, Suite 111, White Plains, New York 10604

4. The foregoing caption satisfies the requirements set forth in section 342(c)(1) of the Bankruptcy Code.

5. A docket entry, substantially similar to the following, shall be entered on the docket of each of the debtors other than Cenveo, Inc. to reflect the joint administration of these chapter 11 cases:

An order has been entered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure directing the joint administration of the chapter 11 cases of: Cenveo, Inc., Case No. 18-22178; Cadmus Delaware, Inc., Case No. 18-22179; Cadmus Financial Distribution, Inc., Case No. 18-22180; Cadmus International Holdings, Inc., Case No. 18-22181; Cadmus Journal Services, Inc., Case No. 18-22182; Cadmus Marketing Group, Inc., Case No. 18-22183; Cadmus Marketing, Inc., Case No. 18-22184; Cadmus Printing Group, Inc., Case No. 18-22185; Cadmus UK, Inc., Case No. 18-22186; Cadmus/O'Keefe Marketing, Inc., Case No. 18-22187; CDMS Management, LLC, Case No. 18-2288; Cenveo CEM, Inc., Case No. 18-22189; Cenveo CEM, LLC, Case No. 18-22190; Cenveo Corporation, Case No. 18-22191; Cenveo Omemee, LLC, Case No. 18-22192; Cenveo Services, LLC, Case No. 18-22193; CNMW Investments, Inc., Case No. 18-22194; Colorhouse China, Inc., Case No. 18-22195; Commercial Envelope Manufacturing Co., Inc., Case No. 18-22195; CRX Holding, Inc., Case No. 18-22196; CRX JV, LLC, Case No. 18-22197; Discount Labels, LLC, Case No. 18-22198; Envelope Product Group, LLC, Case No. 18-22199; Expert Graphics, Inc., Case No. 18-22200; Garamond/Pridemark Press, Inc., Case No. 18-22201; Lightning Labels, LLC, Case No. 18-22202; Madison/Graham Colorgraphics Interstate Services, Inc., Case No. 18-22203; Madison/Graham Colorgraphics, Inc., Case No. 18-22204; Nashua Corporation, Case No. 18-22205; Nashua International, Inc., Case No. 18-22206; Old TSI, Inc., Case No. 18-22207; Port City Press, Inc., Case No. 18-22208; RX JV Holding, Inc., Case No. 18-22209; RX Technology Corp., Case No. 18-22210; Vaughan Printers Incorporated, Case No. 18-22211; VSUB Holding Company, Case No. 18-22212. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 18-22178 (RDD)..**

6. One consolidated docket, one file, and one consolidated service list shall be maintained by Cenveo and kept by the clerk of the Bankruptcy Court with the assistance of the notice and claims agent retained by Cenveo in these chapter 11 cases.

7. Cenveo may file their monthly operating reports required by the *Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees*, issued by the U.S. Trustee, by consolidating the information required for each debtor in one report that tracks and breaks out all of the specific information (*e.g.*, receipts, disbursements, etc.) on a debtor-by-debtor basis in each monthly operating report.

8. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of these chapter 11 cases and this Order shall be without prejudice to the rights of Cenveo to seek entry of an order substantively consolidating their respective cases.

9. Cenveo is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

10. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of the local rules of this Court are satisfied by such notice.

11. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

12. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

White Plains, New York

Dated: _____, 2018

THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE